

Date: 28th July, 2020



To,

Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400 001. Scrip Code: 511389	Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra East, Mumbai – 400051. NSE Symbol: VIDEOIND
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Sub: Disclosure - Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015..

Dear Sirs,

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose Secretarial Compliance Report duly issued by Mrs. Gayathri R Girish, Practising Company Secretary (CP 9255) and Secretarial Auditor of the Company, for the financial year ended 31st March, 2020.

Kindly take the same on record.

Thanking you.

Yours Faithfully,

Yours truly,

For VIDEOCON INDUSTRIES LIMITED

(A Company under Corporate Insolvency Resolution Process by NCLT order dated 6th June, 2018 and order dated 08th August, 2019 read with order dated 25th September, 2019)

SAMRIDHI KUMARI
COMPANY SECRETARY
ACS NO.: 54714

CC:

The Stock Exchange of Singapore
2, Shenton Way,
19-00, SGX Centre,
Singapore

Bourse de Luxembourg
11, Avenue De La, Porte,
Neuvel- 2272,
Luxembourg

VIDEOCON INDUSTRIES LIMITED

Correspondence Address	Registered Office	New Delhi Office	Project Office (Oil & Gas)
171 Mittal Court, 'C' wing, 17th Floor, Nariman Point, Mumbai - 400 021, India T (+91-22) 6611 3500	14KM Stone, Aurangabad-Paithan Road Village Chittagaon, Taluka Paithan District Aurangabad - 431 105, India T (+91-2431) 251501-2 F (+91-2431) 251551 www.videoconworld.com	Videocon Tower, 12th Floor, Rani Jansi Marg, E-1 Jhandewala Extn, New Delhi - 110055 India T (+91-11) 41593100 F (+91-11) 41593150/23616593 CIN No.: L99999MH1986PLC103624	42, Thirumalai Pillai Road, 1st Floor, T. Nagar, Chennai - 600 017 India T (+91-44) 28343180 F (+91-44) 28340950

Gayathri R Girish

Company Secretary

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Annual Secretarial Compliance Report of VIDEOCON INDUSTRIES LIMITED ("the Company") for the year ended 31.03.2020 pursuant to Reg 24 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT"), had vide its order dated June 06, 2018 admitted the application for the initiation of the corporate insolvency resolution process ("CIRP") of Corporate Debtor ("Admission Order") in terms of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder, as amended from time to time ("IBC Code"). Subsequently, the Hon'ble NCLT vide its order dated August 08, 2019 ("Consolidation Order") has ordered the consolidation of the CIRP of the 13 Videocon Group entities, including the Corporate Debtor, ("Videocon Group Entities"). Further, the NCLT vide an order dated September 25, 2019 has appointed Mr. Abhijit Guhathakurta as the resolution professional ("Resolution Professional") for the consolidated CIRP of the Videocon Group Entities including the Corporate Debtor ("Appointment Order"). The Appointment Order was published on September 27, 2019, on which date the Resolution Professional has taken over the management and affairs of the Videocon Group Entities. Pursuant to the publication of the Appointment Order and in accordance with the provisions of the Code, the powers of the Board of Directors of the Company stand suspended and the same have been vested with and are being exercised by the Resolution Professional.

I, Gayathri R Girish, Company Secretary in Whole Time practice, have examined:

- 1) all the documents and records made available to us and explanation provided by the officials of Videocon Industries Limited, CIN L99999MH1986PLC103624 (hereinafter referred to as "the listed entity"),
- 2) the filings/ submissions made by the listed entity to the stock exchanges,
- 3) website of the listed entity,
- 4) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 (hereinafter referred to as the "Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



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The specific Regulations whose provisions and the circulars/guidelines issued thereunder for the Review Period have been examined and include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (not applicable to the Company during the review period);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (not applicable to the Company during the review period);
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the Company during the review period);
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the review period);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not Applicable to the Company during the Audit period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depository Participants) Regulations, 1996 and 2018;
- j) Any other regulations, circulars, guidelines, etc issued by SEBI applicable to the Company.

It may be noted that as per the provisions of IBC Code and provisions of Regulation 15 (2A) and (2B) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015(SEBI (LODR)) as amended from time to time, the provisions specified in regulation 17, 18, 19, 20, 21 shall not be applicable during the CIRP. The provisions as specified in said regulations of the SEBI (LODR) shall not be applicable during the CIRP and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the interim resolution professional or resolution professional, as the case may be.

Based on the above and the examination carried out by me, I hereby report that for this report all stock exchange filings/submissions/publications made during the period commencing 1st



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April, 2019 upto 31st March, 2020, have been taken into consideration and that during the said Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations, circulars and guidelines issued thereunder except in respect of matters specified below:

Sr No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Regulation 14 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Payment of Listing Fees to the recognized stock exchanges in the manner specified by the Exchange(s)	The Company has not paid the Listing fee to the recognized stock exchanges where the shares of the Company are listed.	The Company has violated with the provisions of Regulation 14 of SEBI LODR Regulation, 2015.
2	Regulation 23 (9) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to disclosure of material Related Party Transactions within 30 days of publication of financial results.	The Company has failed in submission/filing of disclosure on Related Party Transactions for the half-year ended on 30 th September, 2019 and 31 st March, 2019 of its standalone and consolidated financial results under Regulation 23(9) of SEBI LODR.	The Company has violated the provisions of Regulation 23(9) of SEBI LODR w.r.t. disclosures of related party transactions.
3	Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular SEBI Circular No.CIR/CFD/CMD1/27/2019 dated 8 th February, 2019 with regards to Annual Secretarial Compliance Report to be submitted by listed entities	The Company has not submitted the Annual Secretarial Compliance report to the stock exchange for the financial year ended 31 st March 2019	The Company has defaulted with the filing of the Annual Secretarial Compliance Report under Regulation 24A. However, the Company is in the process of filing the same with the stock exchanges.



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	within 60 days of the Financial year ended.		
4	Regulation 29 (2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Prior intimation to stock exchanges about consideration of Financial Results.	<p>There is a delay in giving prior intimation to the stock exchange for the Board Meeting held on 3rd December 2019 for consideration of financial results.</p> <p>The Company has given prior intimation of 3 days.</p>	<p>The Company has violated with the requirement of giving 5 days prior intimation to the Stock Exchange in respect of Board meeting held on December 03, 2019 in terms of Regulation 29(2) of SEBI LODR.</p>
5	Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards Listed entities to disclose all events or information which are material, as soon as reasonably possible and not later than twenty-four hours from the occurrence of event or information	<p>In terms of the said regulations, event-based disclosures with regards to:</p> <ul style="list-style-type: none">• Intimation of change in Resolution Professional during the year under review;• Intimation of cessation of KMP;	<p>The Company has delayed the intimation in reference to such events in terms of the said SEBI regulation.</p> <p>However the same has been complied with at a later date.</p>
6	Regulation 31 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Submission of Shareholding Pattern separately for each class of securities within 21 days of each quarter ended of the financial year	<p>There is delay in submission of Shareholding Pattern for the quarter ended 30th September, 2019 by 4 days with both BSE and NSE</p>	<p>The minor delay in compliance was on account of technical difficulties.</p> <p>The Company has exercised due care and ensured timely compliance for the subsequent quarter(s).</p>
7	Regulation 33 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements)	<p>The Company has failed to submit Unaudited Financial Results for the quarter</p>	<p>With Reference to Regulation 33 of SEBI LODR, the company has not published the</p>



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	Regulations, 2015 with regards Submission of Quarterly and year to date standalone financial results and, consolidated financial results within 45 days from the end of each quarter	ended March, 2019, June, 2019, September, 2019 and December, 2019 and the year to date financial results for March ended 2019.	financial results for various quarters. However, with reference to SEBI Circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018 regarding "disclosure of reasons for delay in submission of financial results by the listed entity", the company has submitted to the Stock Exchanges the reasons for the delay in submission of the financial results for the quarter ended on March, 2019, June 30, 2019, September 30, 2019 and December 31, 2019 However, the financial result (standalone & consolidated) for March 31, 2019 was published during the financial year 2019-2020.
8	Regulation 33(3)(d) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Submission of Audited financial results along with the Audit Report within 60 days from the end of Financial year	The Company has delayed publication of audited standalone financial results for the financial year ended on 31st March, 2019; and publication of audited consolidated financial results for the financial year ended on 31st March, 2019, together with applicable reports, in terms of the	The Company has violated the provisions of the said regulation. However, with reference to SEBI Circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018 regarding "disclosure of reasons for delay



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		provision of Regulation 33(3) of the SEBI LODR.	<p>in submission of financial results by the listed entity', the company has submitted to the Stock Exchanges the reasons for the delay in submission of the financial results.</p> <p>Therefore, in compliance with the provisions of Regulation 47 (3) of SEBI LODR Regulations, 2015 with regards to newspaper publication of financial results, the standalone & consolidated financial results for March 31, 2019 was published in the newspaper during the financial year 2019-2020.</p>
9	Regulation 47 (1)(a) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards publishing the notice of board meeting where the financial results shall be discussed	The Company has not made any publication of notice of Board meeting held on 3 rd December, 2019 for consideration consolidated financial results for the year ended 31 st March, 2019.	The Company has violated the provisions of Regulation 47(1)(a) of SEBI (LODR).
10	SEBI Circular-SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 with regards to Large Corporate Body Disclosure within 30 days of Financial year-end	The Company has made a delayed intimation to BSE/NSE as regards Non-identification as Large Corporate Body for the year ended 31 st March,	<p>The Company has delayed with the compliance of the Initial disclosure.</p> <p>However, the same has been</p>



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		2019.	disseminated to the Stock Exchanges as per the SEBI Circular after the due date of compliance.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my examination of those records.

Due to the COVID - 19 Pandemic and the restrictions imposed due to the same, physical verification of documents and records have been impacted and hence reliance has been placed on the scanned / soft copies of various documents/records which were provided by the Company/Resolution Professional and the records made available/uploaded on the website of the Company and BSE/NSE Limited.

- c) The following are the details of the actions that have been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid acts/ regulations and the circulars/guidelines issued thereunder:

Sr. No.	Authority taking action	Details of violation	Details of the action taken E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practising Company Secretary, if any.
1.	BSE/NSE	The Company has failed in the publication of un-audited financial results for the quarter ended on March 31 2019, June 30, 2019, September 30, 2019, December 31, 2019 and delayed the publication of audited standalone financial results for the financial year ended on 31st March, 2019; and publication of audited consolidated financial results for the financial year ended on 31st March, 2019, together with applicable reports, in terms of the provision of Regulation 33(3) of the SEBI LODR.	The Stock Exchange has imposed Fine for non-submission of Financial results under Regulation 33 of SEBI LODR.	With reference to SEBI Circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018 regarding "disclosure of reasons for delay in submission of financial results by the listed entity", the company has submitted to the Stock Exchanges the reasons for the delay in submission of the financial results for the quarter ended on March 2019, June



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				<p>30, 2019, September 30, 2019 and December 31, 2019.</p> <p>As disclosed to the stock exchanges by the Company, the Company is functioning with a skeletal staff and due to the majority of the experienced staff working in finance and accounts have left the organization, this has impacted the entire functioning of the finance and accounts department. All these have resulted in significant failure/submission and publication of the Financial Statements on a quarterly/annual basis.</p>
2.	BSE/NSE	The Company has delayed in submission of Initial Disclosure by listed entities that were not identified as large corporate.	Reminder mail was issued by Stock Exchanges to file the same at the earliest.	<p>The Company has delayed with the compliance of the Initial disclosure.</p> <p>However, the same has been disseminated to the Stock Exchanges as per the SEBI Circular after the due date of compliance.</p>



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3.	BSE/NSE	The Company has delayed in giving prior intimation to Stock Exchange(s) about consideration of Financial Results by the Board of Directors and/or Resolution Professional in respect of Board meeting held on December 03, 2019 in terms of requirements of Regulation 29(2) of SEBI LODR.	The Stock Exchanges has served the letter to the company imposing penalty/fine for non-compliance.	<p>The Company has violated with the requirement of giving 5 days prior intimation to the Stock Exchange in respect of Board meeting held on December 03, 2019 in terms of Regulation 29(2) of SEBI LODR.</p> <p>However, the same has been complied and intimated to the Exchanges before the date of the said meeting of the Board of directors.</p>
4.	BSE/NSE	The Company has not filed the Annual Secretarial Compliance Report under Regulation 24A of SEBI LODR.	Reminder mail issued by NSE/BSE to file the same at the earliest.	<p>The Company has defaulted with the filing of the Annual Secretarial Compliance Report under Regulation 24A for the year ended 31st March, 2019.</p> <p>Due to certain technical difficulties, the Company was not able to submit the report with stock exchanges within the stipulated time.</p> <p>Nevertheless, the Company is in the process of submitting the said report with stock</p>



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				exchanges.
5.	BSE/NSE	<p>The Company has failed in:</p> <ul style="list-style-type: none">• payment of Listing Fees for financial year 2018-19 in terms of Regulation 14 of the SEBI LODR.	<p>Warning letter issued by the Stock Exchanges to pay the Listing fees at the earliest.</p>	<p>The Company is now under the Insolvency Resolution Process under the provisions of IBC Code, 2016.</p> <p>The Company has vide its letter dated 09th April, 2019 communicated to Bombay Stock Exchange to file the claim of listing fees and cost incurred in terms of the provisions of the IBC Code, 2016.</p>
6.	BSE/NSE	<p>The Company has delayed in:</p> <ul style="list-style-type: none">• submission of Shareholding Patterns for the quarter ended September 30, 2019 in terms of Regulation 31 of SEBI LODR.• submission of statement giving the status of investor complaints for the quarter ended on September 30, 2019 in terms of Regulation 13(3) of SEBI LODR on NSE portal.	<p>Fine/Penalties were imposed for delay in submission of compliances w.r.t., Regulation 31, and Regulation 13(3) of SEBI LODR.</p>	<p>The delay in compliance with Regulation 31 was on account of technical difficulties.</p> <p>The Company has exercised due care and ensured timely compliance with Regulation 31 for the subsequent quarter(s).</p> <p>The Company has confirmed that the delay in compliance with Regulation 13 (3) was on account of technical difficulties experienced at the</p>



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				<p>time of submission on the NSE Portal.</p> <p>However, considering the submission made by the Company, NSE vide their letter dated 23 June, 2020 have waived the fine levied on the Company for the delayed submission of Statement of Investor Complaints for quarter ended September, 2019 owing to the technical issue on the portal.</p>
7.	BSE/NSE	The Company has failed in submission/filing of disclosure on Related Party Transactions for the half-year ended on 30 th September, 2019 and 31 st March, 2019 of its standalone and consolidated financial results under Regulation 23(9) of SEBI LODR.	The Stock Exchanges has forwarded the Reminder mails to comply with the same at the earliest.	<p>The Company has violated the provisions of the Regulation 23(9) of SEBI LODR w.r.t. disclosures of related party transactions.</p> <p>As disclosed to the Stock Exchanges, the Company is functioning with a skeletal staff and due to the majority of the experienced staff working in finance and accounts have left the organization this has impacted the entire functioning of the finance and accounts department.</p>



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				The company expects to publish/file the same at the earliest.
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(d) The listed entity has taken the following actions to comply with the observations made in the previous report:

The Company has not filed/submitted the Annual Secretarial Compliance report to the stock exchange for the financial year ended 31st March, 2019 in terms of Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019. Hence reporting on actions to comply with the observations in the Annual Secretarial Compliance Report for the previous year does not arise.

Gayathri



Place: Pune

Date: 25.07.2020

Gayathri R Girish

Practicing Company Secretary

ACS No: 18630

CP No: 9255

UDIN: A018630B000503356